

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

January 28, 1999

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. **22040** FILED

FEB 23 '99

9-30AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Locomotive Lease Agreement dated as of March 6, 1998 ("**Memorandum**") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

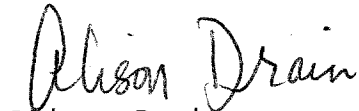
Lessee: CSX Transportation, Inc.
500 Water Street, J-220
Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment: Forty-one (41) locomotives with marks and numbers described in Schedule A to the Memorandum.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

**MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT**

FEB 23 '99

9-30AM

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of March 6, 1998 and is intended to evidence that certain Locomotive Lease Agreement dated as of March 6, 1998 ("Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, described in Schedule A hereto ("Units") and Lessee has leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR**HELM FINANCIAL CORPORATION**By: 

Print Name: Richard C. Kirchner

Title: President

LESSEE**CSX TRANSPORTATION, INC.**By: 

Print Name: John W. Bass

Title: Vice President

SCHEDULE A TO THE MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

THE UNITS

<u>Reporting Marks:</u>	<u>Type:</u>
1. HATX 423	GP40
2. HATX 425	GP40
3. HATX 426	GP40
4. HATX 427	GP40
5. HATX 428	GP40
6. HATX 429	GP40
7. HATX 430	GP40
8. HLCX 4000	GP40
9. HLCX 4002	GP40
10. HATX 519	GP40-2
11. HATX 520	GP40-2
12. HATX 521	GP40-2
13. HATX 4200	GP40-2
14. HLCX 4202	GP40-2
15. HLCX 4300	GP40-3
16. HLCX 4301	GP40-3
17. HLCX 4415	GP40-3
18. HLCX 5001	SD40
19. HLCX 5002	SD40
20. HLCX 5003	SD40
21. HLCX 5004	SD40
22. HLCX 5005	SD40
23. HLCX 5006	SD40
24. HLCX 5015	SD40
25. HLCX 5016	SD40
26. HLCX 5017	SD40
27. HLCX 5018	SD40
28. HLCX 5019	SD40
29. HLCX 5021	SD40
30. HLCX 5024	SD40
31. HLCX 5025	SD40
32. HLCX 5035	SD40
34. HLCX 5056	SD40
35. HLCX 5058	SD40
36. HLCX 5059	SD40
37. HLCX 6200	SD40-2
38. HLCX 6201	SD40-2
39. HLCX 6203	SD40-2
40. HLCX 6214	SD40-2
41. HLCX 6400	SD40-2

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 18, 1999, before me, Matthew M. Ogburn, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY

[Notarial Seal]

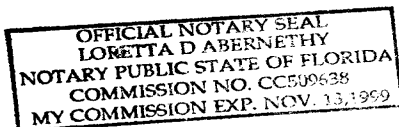
STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

On January 25, 1999, before me, LORETTA D. ABERNETHY, personally appeared JOHN W. BASSO, VICE PRESIDENT of **CSX TRANSPORTATION, INC.**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Loretta D. Abernethy
SIGNATURE OF THE NOTARY

[Notarial Seal]